

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY**  
**BOND FINANCING PROGRAM**  
**Meeting Date: January 25, 2011**  
*Request for Initial Resolution*

Prepared by: *Samantha Russell*

<b>Applicant:</b>	Zanker Road Resource Management, Ltd. and/or its Affiliates	<b>Amount Requested:</b>	\$4,945,000
<b>Project</b>		<b>Application No.:</b>	00844
<b>Location:</b>	San Jose (Santa Clara County)	<b>Initial Resolution No.:</b>	11-01

**Summary.** Zanker Road Resource Management, Ltd. and/or its Affiliates (the “Company”) requests approval of an Initial Resolution for an amount not to exceed \$4,945,000 to finance the purchase and installation of equipment to increase the efficiency of the Construction and Demolition (C&D) Debris Recycling facility owned by the Company.

**Borrower.** The Company was organized in San Jose, California on November 1, 1984. The Company provides recycling facilities in Northern California.

The Company is affiliated with GreenWaste Recovery, Inc. by common ownership.

The principal partners of the Company are as follows:

Zanker Road Resource Recovery, Inc	30.0000%
H.L. Sweatt, Inc	10.0000%
Sportsell L.P. #4	10.5882%
Dianna L. Couch	9.0044%
John D. Couch	9.0044%
Kenneth W. Zerbe	7.0588%
Gene R. Carter	7.0588%
Neal Family Revocable Trust	5.2941%
Various Individuals/Trusts (less than 3% each)	<u>11.9913%</u>
<b>Total:</b>	<b><u>100.0000%</u></b>

**Legal Questionnaire.** The Staff has reviewed the Company’s responses to the questions contained in the Legal Status portion of the Application. No information was disclosed that raises questions concerning the financial viability or legal integrity of this applicant.

**Project Description.** The Company intends to purchase and install new equipment to provide C&D Debris Recycling and to increase the efficiency of its wood waste and yard waste processing operation. The project consists of the acquisition and installation of conveyers, motors, a C&D sort system and various related components.

**Volume Cap Allocation.** The Company anticipates applying to the Authority for volume cap allocation in February 2011.

**Agenda Item 4.A.1.**

**Financing Details.** The Company anticipates the issuance of negotiated tax exempt bonds.

**Financing Team.**

**Underwriter:** Westhoff, Cone & Holmstedt

**Bond Counsel:** Law Offices of Leslie M. Lava

**Financial Advisor:** Andrew S. Rose

**Issuer's Counsel:** Office of the Attorney General

**Staff Recommendation.** Staff recommends approval of Initial Resolution No. 11-01 for Zanker Road Resource Management, Ltd. and/or its Affiliates for an amount not to exceed \$4,945,000.

*Note: An Initial Resolution approval is not a commitment that the Board will approve a Final Resolution and bond financing of the proposed Project.*

**RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS TO  
FINANCE SOLID WASTE DISPOSAL/RECYCLING FACILITIES FOR  
ZANKER ROAD RESOURCE MANAGEMENT LTD. AND/OR ITS AFFILIATES**

**January 25, 2011**

**WHEREAS**, the California Pollution Control Financing Authority (“Authority”), a public instrumentality, is authorized and empowered by the provisions of the California Pollution Control Financing Authority Act (“Act”) to issue bonds for the purpose of defraying the cost of facilities for the disposal of solid and liquid waste products, including solid waste disposal recovery and recycling facilities; and

**WHEREAS**, Zanker Road Resource Management Ltd., a California limited partnership (“Applicant”), has requested that the Authority assist in financing solid waste disposal/recycling facilities to be owned and operated by the Applicant and/or its Affiliates (as hereinafter defined) (collectively, “Company”), which are expected to be comprised of the acquisition of equipment for the processing and transfer of solid waste at a construction and demolition debris processing facility and at a wood and yard waste processing facility and other equipment functionally related thereto and the construction of related site improvements (collectively, “Facilities”), and have presented an estimate of the maximum cost of such Facilities as shown in Exhibit “A” attached hereto; and

**WHEREAS**, the Authority desires to encourage the Company to provide solid waste disposal/recycling facilities which will serve the public of the State; and

**WHEREAS**, the Authority deems it necessary and advisable to further the purposes of the Act that the Facilities be acquired at the earliest practicable date, but the Company requires satisfactory assurances from the Authority that the proceeds of the sale of bonds of the Authority will be made available to finance such Facilities; and

**WHEREAS**, the Company expects to incur or pay from its own funds certain expenditures in connection with the Facilities prior to the issuance of indebtedness for the purpose of financing costs associated with the Facilities on a long-term basis; and

**WHEREAS**, subject to meeting all the conditions set forth in this resolution the Authority reasonably expects that debt obligations in an amount not expected to exceed \$4,945,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Company for its prior expenditures for the Facilities; and

**WHEREAS**, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Facilities with proceeds of a subsequent borrowing;

**NOW, THEREFORE, BE IT RESOLVED** by the California Pollution Control Financing Authority as follows:

**Section 1.** The Authority finds and determines that the foregoing recitals are true and correct. For purposes of this Resolution, an “Affiliate” of the Applicant means any person or entity which meets the definition of “participating party” in the Act and controls, is controlled by, or is under common control with, the Applicant, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise.

**Section 2.** The Authority declares its official intent to issue, at one time or from time to time, an aggregate of up to \$4,945,000 principal amount of bonds of the Authority for the Facilities; including for the purpose of reimbursing to the Company costs incurred for the Facilities prior to the issuance of the bonds.

**Section 3.** The bonds will be payable solely from the revenues to be received by the Authority pursuant to a loan agreement or other agreements to be entered into between the Authority and the Company in connection with the Facilities. Each bond shall contain a statement to the following effect:

“Neither the faith and credit nor the taxing power of the State of California or any political subdivision thereof or any local agency is pledged to the payment of the principal of, premium, if any, or any interest on this bond.”

**Section 4.** The bonds shall be issued subject to the conditions that (i) the Authority and the Company shall have first agreed to mutually acceptable terms for the bonds and of the sale and delivery thereof, and mutually acceptable terms and conditions of the loan of the proceeds thereof to the Company; (ii) all requisite governmental approvals shall have first been obtained; (iii) a Final Resolution shall have been received from the Authority; and (iv) an allocation shall have been received from the California Debt Limit Allocation Committee.

**Section 5.** The Executive Director of the Authority is hereby directed to indicate the willingness of the Authority to proceed with and effect such financing in order to assist the Company by defraying the cost of the Facilities, subject to due compliance with all requirements of the law and the obtaining of all necessary consents and approvals and meeting all other requirements of the Authority.

**Section 6.** It is intended that this Resolution shall constitute “some other similar official action” towards the issuance of bonds within the meaning of Section 1.103-8(a)(5) of the Treasury Regulations and “official intent” within the meaning of Section 1.150-2 of the Treasury Regulations, each as applicable under Section 103 of the Internal Revenue Code of 1986, as amended. It is also intended that this statement of “official action” or “official intent” by the Authority shall continue in full force and effect even if this Resolution ceases to be effective for other purposes.

**Section 7.** This Resolution shall take effect immediately upon its passage and remain in full force and effect thereafter; provided that, subject to Section 6, this Resolution shall cease to be effective on January 25, 2014 unless prior thereto the Authority specifically adopts a further resolution extending the effective date of this Initial Resolution, which it will do only after receiving a specific request for such action from the Company, accompanied by an explanation of the status of the project and any additional information requested by the Authority to supplement the Company's application.

**EXHIBIT A**

**NUMBER:** 11-01

**LOCATIONS:** 675 Los Esteros Road  
San Jose, California 95134

705 Los Esteros Road  
San Jose, California 95134

**TYPE:** Solid Waste Disposal/Recycling

**AMOUNT:** Up to \$4,945,000